UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
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OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
hours per response... 1

NOTICE OF SALE OF SECURITIES 58
PURSUANT TO REGULATION D.
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (check if this is an amendme Awesome Airlines, Inc. Series A Preferred Sto		s changed, and	l indicate change.)	onticus
Filing Under (Check box(es) that apply): [] Rule 50	4 [] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [] Amendm	ent			
A. BASIC IDEN	ITIFICATION DA	ATA		
Enter the information requested about the is	suer	***************************************	0403	7039
Name of Issuer (check if this is an amendment	and name has o	changed, and ir	ndicate change.)	incom
Awesome Airlines, Inc.				
Address of Executive Offices (Number an Telephone Number (Including Area Code) 35858 Plumeria Way, Fremont, CA 94536 Pl	d Street, City, St	,		
Address of Principal Business Operations (No Telephone Number (Including Area Code) (if different from Executive Offices)	umber and Stree	t, City, State, Z	ip Code)	
Same as above.		PROCI	ESSED	
Brief Description of Business Air Transportation.		JUL 09	SON	and the second
Type of Business Organization		FINAN	CIAL	
	artnership, alread artnership, to be	•	[] other (please	specify):
Actual or Estimated Date of Incorporation or Organization: (E	•	4/20/2004 J.S. Postal Serv	vice abbreviation fo	_



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

35859 Plumeria, Fremont, CA 94536

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[X]	Beneficial Owner	[X] Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last name first,	if in	ndividual)			ann coilte i Mainte car Airlige an coilte an tara an car an tara an car an tara an car an tara an tara an tara a	000000\ <u>u_massaso</u> oni	***************************************		anning Calabanana
Michael Street									
Business or Residence Address (Number and Street, City, State, Zip Code)									

Full Name (Last name first, if i						Managing Par
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Business or Residence Addre 641 W. Willow Street, #103, C			Code)	***************************************		ODANICA TOTO TOTO TOTO TOTO TOTO TOTO TOTO TO
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Business or Residence Address 3494 Trevis Way, Carmel, CA		Street, City, State, Zip	Code)		************	Proceedings of the Control of the Co
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director		General and/or Managing Part
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Full Name (Last name first, if it	ndividual)		**************************************	commence and the commence of t	nconcolizadas de la	**************************************
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Full Name (Last name first, if in	ndividual)			Michigan and a company of the second and the second	***************************************	.neveronn <u>,,,aanaaree</u> ccoordin-yaap
Business or Residence Addres	ss (Number and	Street, City, State, Zip	Code)	CHTCHESTOCKER STEERS CROCKER SECTION S	***************************************	ad-entropy-construction-state-langer

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

N-HAROMETE CONTRACTOR	<u>accessore con chilamonic processore con chila</u>		nder en	B. IN	FORMATI	ON ABOU	T OFFERI	NG	ecacación or constantino constantino constantino constantino constantino constantino constantino constantino c		······································	
1. Has	the issue	r sold, or o	does the is	suer inten	d to sell, to	o non-accr	edited inve	estors in this	s offering?.			Yes No
				Answe	er also in A	ppendix, (Column 2,	if filing und	er ULOE.			
2. Wha	at is the mi	inimum in	vestment t	hat will be	accepted	from any i	ndividual?.					\$750,000.00
3. Doe	s the offer	ing permi	t joint own	ership of a	single uni	t?						Yes No
commi persor states,	ssion or si to be liste list the na	imilar remed is an as an ed is an as	uneration s sociated p broker or	for solicita person or a dealer. If r	tion of pura agent of a more than	chasers in broker or of five (5) pe	connection dealer regis	stered with e listed are	of securiti	es in the nd/or with	offering. If a a state or	
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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Name	of Associa	ted Broke	r or Deale	r 	rccosty, <u>,,,,,,,,,,,,,</u> ,,,,,,,,,,,,,,,,,,,,,,	164°C14 Caraca and And S		iconorconada en consensor consensor de conse		***************************************	······································	
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[MT]	[NE]	[NV]	[NH]	[LN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[TV]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount

already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>0</u>	\$_0
Equity	\$ <u>750,000.00</u>	\$ <u>750,000.00</u>
[] Common [X] Preferred	• •	• •
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$_0
Other (Specify).	\$_0	\$ <u>0</u>
Total	\$ <u>750,000.00</u>	\$ <u>750,000.00</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504 indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	4,	Aggregate
		Aggregate Dollar Amount
	Number investors	
Accredited Investors	1	\$750,000.00
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0
Answer also in Appendix, Column 4, if filing under ULOE.	<u>~</u>	<u> </u>
3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	·	
Tuna of effects	Type of Security	Dollar Amount
Type of offering	• • • • • • • • • • • • • • • • • • • •	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$ <u>0</u>
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issue. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	er. Ire]\$0
Printing and Engraving Costs		
Legal Fees	į į	
Accounting Fees	[]	\$ 0
Engineering Fees	[]	\$ 0
Sales Commissions (specify finders' fees separately)		\$0
Other Expenses (identify)	[]	
Total		\$0
b. Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted gross issuer."	proceeds to the	<u>\$750,000.00</u>
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an estimat check the box to the left of the estimate. The total of the payments listed must equal the adjusted proceeds to the issuer set forth in response to Part C - Question 4.b above.	te and	
	Payments	to
	Officers, Directors, a Affiliates	& Payments To Others

Purchase of real estate		[1]	r 1
	******	\$ 0	[] \$ 0
Purchase, rental or leasing and installation of machiner and equipment		[] \$ <u> </u>	[]
Construction or leasing of plant buildings and facilities		[] \$ 0	[] \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		[] \$ <u>0</u>	[]
Repayment of indebtedness		[] \$ 0	[] \$ 0
Working capital		[] \$0	[X] \$750,000.00
Other (specify):		[] \$ 0_	[] \$ 0
		[] \$ 0	[]
Column Totals		[]	[X] \$750,000.00
Total Payments Listed (column totals added)		· · · · · · · · · · · · · · · · · · ·	0,000.00
D. FEDERAL	_ SIGNATURE		arramonicales.
The issuer has duly caused this notice to be signed by the ur Rule 505, the following signature constitutes an undertaking Commission, upon written request of its staff, the information pursuant to paragraph (b)(2) of Rule 502.	by the issuer to furnish to the U.S. Securi	ties and Exchan	
Issuer (Print or Type)	Signature	Date	
Awesome Airlines, Inc.		106	18/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Ken Tam	Chief Executive Officer	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	